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THE AVENGERS®

SPIDER-MAN --AN AVENGER--?

Miller/Sinnott

AVENGERS MANSION ON A LAZY SUMMER DAY...

IN THE THIRD FLOOR COMMUNICATIONS CENTER, THE **SCARLET WITCH** SITS ON MONITOR DUTY, SCANNING THE RADIO SPECTRUM FOR THE NEXT CALL FOR HELP.

THOUGH SHE GIVES THE MONITORS HER FULL ATTENTION, HER THOUGHTS ARE NEVER FAR FROM HER HUSBAND--

--THE **VISION**, WHO LIES COMATOSE IN THE MANSION'S MEDICAL CENTER, HIS SYNTHETIC BODY SLOWLY RECOVERING FROM INJURIES SUSTAINED IN THE LINE OF DUTY.

HERE, **CAPTAIN AMERICA** TAKES HIS TURN AT STANDING WATCH OVER THE FALLEN HERO, HOPING FOR SOME SIGN OF HIS COMRADE'S REVIVAL.

IN THE SECOND FLOOR STUDY, EROS OF TITAN--NOW TRAINING TO BE AN AVENGER UNDER THE NAME OF **STARFOX**--TAKES A MOMENT'S EASE WITH HIS GROUP'S LEADER...

THIS "COSMOPOLITAN" YOU READ DOESN'T TELL MUCH ABOUT THE COSMOS, *WASP*.

IF IT'S THE STARS ABOUT WHICH YOU'D LIKE TO LEARN, I COULD TEACH YOU MUCH MORE.

YES...I'LL BET YOU COULD.

AND, DOWNSTAIRS IN THE RECREATION CENTER...

BEGGING YOUR PARDON, MS. ***SHE-HULK***, BUT YOUR PAPER'S GROWING DAMP!

IT DOESN'T MATTER, JARVIS. NONE OF THE APARTMENT LISTINGS IN HERE REALLY APPEAL TO ME!

VOICE

EVERYTHING IS EITHER TOO RITZY OR TOO SMALL, AND I'M ONE LADY WHO LIKES HER SPACE!

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HEY, IS THAT FOR ME?

YES, MADAME. IT'S SO WARM IN HERE. I THOUGHT YOU MIGHT LIKE AN ICED TEA.

YA KNOW, JARV, YOU MAKE IT HARD TO WANT TO LEAVE THIS PLACE. I NEVER HAD A BUTLER BEFORE!

BREEEE

WHOA! THAT'S THE INTRUDER ALARM! SOMEBODY'S TRYING TO BREAK IN!

WELL, DON'T JUST STAND THERE, JARVIS--HAND ME A TOWEL!

Y-Y-YES, MADAME! A-A-AT ONCE!

WHY DO THEY HAVE TO MAKE THESE THINGS SO DINKY?

MY WORD!

WHAT'S UP, CAP? WHERE'S THE PARTY?

FIRST FLOOR! COME ON!

IN MERE SECONDS, ALL THE AVENGERS PRESENT CONVERGE ON THE MAIN FOYER, BUT...

WHAT THE DEVIL?! SOMEONE JUST BARGED IN THROUGH THE FRONT DOORS?

I'M AFRAID SO, CAP... AND DISABLED THE INTRUDER DETENTION COILS IN THE PROCESS!

THEY... THEY'VE BEEN ENSNARED IN A KIND OF ARTIFICIAL WEBBING! BUT THE ONLY PERSON WHO USES SOMETHING LIKE THAT IS--

--SPIDER-MAN!

WELL, IT'S ABOUT TIME YOU PEOPLE SHOWED UP! I WAS BEGINNING TO THINK I'D HAVE TO HANG AROUND HERE ALL DAY BEFORE SOMEONE THOUGHT TO LOOK FOR ME IN THE DINING ROOM!

AH, BUT I KNOW WHAT YOU'RE THINKING... "WHY HAS OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN CHOSEN TO GRACE US WITH HIS PRESENCE?"

THE ANSWER SHOULD BE OBVIOUS, FOLKS! I'VE COME TO JOIN UP!

I WANT TO BE AN AVENGER!

TAKE ME, I'M YOURS!

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HEY, WHEN I SAID "TAKE ME," I DIDN'T MEAN IT LITERALLY!

EASY WITH THE MATERIAL, LADY! YOU'LL STRETCH MY WEBS!

I'LL STRETCH MORE THAN THAT, YOU JERK! WHAT MAKES YOU THINK YOU CAN JUST BARGE IN HERE?

WELL, I'M NOT EXACTLY UNINVITED!

YOUR BUDDY *THOR* ASKED ME TO JOIN THE CLUB JUST A FEW MONTHS AGO.* SURE, I'M A LITTLE SLOW IN REPLYING, BUT I'VE HAD A BUSY SEASON!

UH...THAT NEW OUTFIT'S A TRIFLE DARING, ISN'T IT?

OH, @¢%$!

TSK-TSK! SUCH LANGUAGE!

*ISSUE #221.

OKAY, WHERE DO I ENLIST?

I'M AFRAID IT'S NOT THAT SIMPLE, SPIDER-MAN!

HAWKEYE'S ON SICK LEAVE RIGHT NOW, BUT WHEN HE RETURNS, OUR ACTIVE ROSTER WILL BE FILLED... WE HAVE A SIX MEMBER LIMIT.

I SUPPOSE YOU COULD JOIN STARFOX IN OUR TRAINEE PROGRAM, BUT--!

TRAINEE PROGRAM?!? HEY, I'M SPIDER-MAN, REMEMBER? I WAS STICKING TO WALLS WHEN YOU GUYS WERE STILL LOOKING FOR A CLUBHOUSE. I'M NO GREEN ROOKIE!

GREEN--? I TAKE OFFENSE AT YOUR TONE, SPIDER-MAN!

THERE'S NOTHING WRONG WITH BEING GREEN.

NOW, BOYS--

ARROOOOOOO

THE PRIORITY ALERT! I HAVE TO GET BACK TO THE MONITORS!

WELL, IF YOUR PRIORITIES ARE BEING ALERTED, WHY DON'T I GIVE YOU A HAND AND--

IT'S VERY NICE OF YOU TO OFFER, BUT WE REALLY HAVE TO GO BY THE RULES WITH THAT PARTICULAR ALARM!

WHAT SHE'S TRYING TO SAY IS... *GET OUT!*

OKAY! I'M GOING! *I'M GOING!*

SLAM

CHEE, WHAT A GROUCH!

WELL, THAT WAS CERTAINLY A WASH-OUT! MAYBE I SHOULDN'T HAVE COME ON AS SUCH A WISE GUY... MAYBE I SHOULD HAVE COME TO THE DOOR ALL HUMBLE AND CONTRITE.

NAH, THEY WOULDN'T HAVE BELIEVED IT WAS ME.

BUT THERE MUST BE SOME WAY I CAN TALK THEM INTO LETTING ME JOIN. LIFE WOULD BE MUCH NICER IF I WERE AN AVENGER, I'D GET RESPECT FROM THE PUBLIC AND THE MEDIA--

--AND I'D GET THAT $1000 A WEEK AVENGERS PAYCHECK! EVERYONE NEEDS RESPECT... AND THIS LI'L WEB-HEAD COULD REALLY USE THOSE BUCKS, ESPECIALLY NOW!

THE BLACK CAT'S LAID UP IN THE HOSPITAL BECAUSE SHE TRIED TO HELP ME. I OWE IT TO THE LADY TO PAY HER TAB... AND MEDICAL BILLS DON'T COME CHEAP THESE DAYS.

I'VE ALREADY QUIT GRAD SCHOOL * SO I'D HAVE MORE TIME TO EARN A LIVING AS PETER PARKER-- BUT THE MONEY PETE CAN EARN IS CHICKEN FEED COMPARED TO AN AVENGERS SALARY. I...

EH? WHAT'S THIS?

*SEE AMAZING SPIDER-MAN #243.

BEFORE SPIDER-MAN'S WONDERING EYES, THE THIRD-FLOOR EXTERIOR WALL ON THE MANSION'S WEST SIDE SUDDENLY FOLDS DOWN TO MAKE WAY FOR A SHIMMERING AVENGERS QUINJET!

SHOOOM

MAKING A SPLIT-SECOND DECISION, SPIDER-MAN LAUNCHES HIMSELF SKYWARD, CLEARING THREE STORIES IN A SINGLE BOUND, REACHING HIS TARGET--

--AND MIRACULOUSLY, CLINGING TIGHT!

OKAY, AVENGERS-- WHEREVER YOU'RE GOING, THE OL' WEB-HEAD IS TAGGING ALONG!

WHEW! THIS BABY IS REALLY STARTING TO PICK UP SPEED! I FEEL LIKE I'M IN A WIND TUNNEL. MY STICKY FINGERS CAN HOLD ONTO JUST ABOUT ANYTHING UNDER NORMAL CIRCUMSTANCES...

...BOY, I WISH THESE WERE NORMAL CIRCUMSTANCES!

I WONDER IF THIS WAS SUCH A GOOD IDEA.

AND, WITHIN THE RAPIDLY CLIMBING AIRCRAFT...

WHAT'S WRONG, SHE-HULK?

I DON'T KNOW. THE CONTROLS SEEMED A LITTLE SLUGGISH JUST AFTER TAKE-OFF... THERE WAS A SENSE OF DRAG, AS IF SOMETHING WAS SPOILING THE AIR-FLOW.

WELL, WHATEVER THE PROBLEM WAS, IT DISAPPEARED AS SOON AS WE WENT SUPERSONIC. DON'T WORRY, WE'LL BE AT THIS PROJECT PEGASUS PLACE BEFORE YOU KNOW IT!

YOU SEEMED TO KNOW OF THIS PROJECT, CAPTAIN.

YES, STARFOX. IT'S AN UPSTATE GOVERNMENT RESEARCH FACILITY, FOUNDED TO SEEK OUT NEW FORMS AND SOURCES OF ENERGY. I HELPED ORGANIZE THEIR SECURITY FORCE.*

*CIRCA MARVEL TWO-IN-ONE #42.

WHY THE LONG FACE, CAP? IF YOU HELPED THEM SET UP, THEY CAN'T BE IN TOO BAD A SHAPE. BESIDES, THEIR CALL FOR HELP WASN'T *THAT* URGENT!

DON'T BE TOO SURE OF THAT, SHE-HULK. YES, THEIR CALL JUST INDICATED A CODE-FIVE PRIORITY--

-- INDICATING A LOW-GRADE EMERGENCY WHICH WE THREE SHOULD EASILY BE ABLE TO HANDLE. BUT THEY COULDN'T GIVE US ANY DETAILS IN THEIR TRANSMISSION.

THAT'S WHY JAN AND WANDA ARE WAITING AT THE MANSION ON STAND-BY. EMERGENCIES AT THE PROJECT HAVE A TENDENCY TO ESCALATE.

BUT WHAT POSSIBLE CALAMITY COULD STRIKE A RESEARCH CENTER?

MORE THAN YOU'D IMAGINE, STARFOX. THERE ARE SOME PEOPLE WHO HAVE A STAKE IN MAKING SURE ENERGY STAYS SCARCE AND EXPENSIVE. AND SUPER-POWERED CRIMINALS ARE OFTEN INCARCERATED THERE FOR STUDY.

WHY, JUST A WEEK AGO, THE SUBVERSIVE GROUP A.I.M.* BREACHED SECURITY THERE.

I HOPE THIS ISN'T A REPEAT OF THAT!

*ADVANCED IDEA MECHANICS... IN **CAPTAIN AMERICA ANNUAL #7**, ON SALE NOW!

MOMENTS LATER, THE QUINJET IS HIGH OVER THE PROJECT'S MT. ATHENA INSTALLATION.

BRAKING TO SUBSONIC SPEED, THE SHE-HULK SWITCHES ON THE CRAFT'S VERTICAL THRUST DEFLECTORS, LOWERING THE QUINJET GENTLY ONTO A LANDING PAD BELOW.

EVEN AS ITS ENGINES WHINE TO A HALT, A MASSIVE HYDRAULIC PLATFORM LOWERS THE QUINJET INTO THE HEART OF THE PEGASUS PROJECT.

NOW I KNOW WHERE MY TAX MONEY'S BEEN GOING!

CAPTAIN AMERICA! THERE'S A FOREIGN OBJECT ON THE UNDER-SIDE OF YOUR SHIP!

WHAT?!?

BLAZES! THERE IS! WHAT--?

DON'T SHOOT, OSSIFER--IT'S ONLY ME!

CNNJP!

?!?!

TA-DAH! PRESENTING SPIDER-MAN AND HIS AMAZINGLY AERODYNAMIC ZIP-LOCK WEB-COCOON!

WHAT THE DEVIL ARE YOU DOING DOWN THERE?!

OH, I FIGURED THAT IF I TAGGED ALONG, I COULD SHOW YOU I HAD THE MAKINGS OF A DANDY AVENGER!

WELL, YOU'VE JUST VIOLATED SECURITY AT A FEDERAL INSTALLATION!

BAD MOVE, HUH?

OOPS! FROM THE INTENSITY OF THE BUZZ I'M GETTING, MY SPIDER-SENSE IS WARNING ME OF SOMETHING A LOT MORE DANGEROUS THAN THE LECTURE CAP'S GOING TO GIVE ME!

HEY, EVERYBODY, LOOK--

THROOM

--OUT!

WOW...SOME QUAKE! UH, EXCUSE ME, CAP, BUT I COULDN'T HELP NOTICING THAT YOU AND I WERE THE ONLY ONES WHO DIDN'T LOSE OUR FOOTING. I STICK TO THINGS... HOW DID YOU--?

IT'S JUST A MATTER OF KNOWING HOW TO REACT AND HOW TO BRACE YOURSELF, SPIDER-MAN. NOW I HAVE ONE FOR YOU...

HOW'D YOU KNOW WE WERE ABOUT TO HAVE A QUAKE?

WELL, I DIDN'T EXACTLY. THAT IS, I KNEW THAT SOMETHING WEIRD--AND PROBABLY DANGEROUS--WAS ABOUT TO HAPPEN, BUT I DIDN'T KNOW WHAT. IT'S A TALENT I HAVE... LIKE SPINNING WEBS AND CATCHING FLIES.

ARE YOU SURE I CAN'T GIVE YOU A HAND?

HMMM, WELL, THERE'S STILL THE QUESTION OF SECURITY--!

MAYBE NOT. THIS IS PROJECT PEGASUS, RIGHT? LISTEN...

*MOMENTS LATER, A SPECIAL HIGH-SPEED RAIL-CAR SHOOTS DOWN THE **LOOP**--A 50-MILE SPIRALING TUBE WHICH CONNECTS AND SERVICES ALL OF THE PROJECT'S MANY UNDERGROUND LEVELS!*

I STILL DON'T KNOW ABOUT THIS, SIR. WE'RE NOT SUPPOSED TO LET UNAUTHORIZED PERSONNEL EVEN ***KNOW*** ABOUT THE PROJECT'S UNDERGROUND LEVELS.

I'M TAKING RESPONSIBILITY FOR SPIDER-MAN, SOLDIER. BESIDES, HE TELLS ME THAT HE'S BEEN HERE BEFORE.

THAT'S RIGHT! I HELPED SAVE THIS PLACE ONCE.* YOUR SECURITY BOSS, WENDELL VAUGHN, CAN BACK ME UP ON THAT!

*MARVEL TEAM-UP ANNUAL #5.

SORRY, BUT MR. VAUGHN QUIT THE PROJECT A COUPLE OF MONTHS AGO. HECK, I'M NEW HERE MYSELF. BUT IF CAP SAYS IT'S OKAY, I GUESS IT'LL BE ALL RIGHT WITH MR. O'BRIEN... HE'S OUR NEW SECURITY CHIEF.

O'BRIEN, EH? WE NEED TO CHECK IN WITH HIM ANYWAY, TO FIND OUT WHAT THIS IS ALL ABOUT. WHEN DO WE MEET HIM?

REAL SOON, CAP... I HOPE. HE HAS GONE DOWN TO THE THERMAL RESEARCH DOME BEFORE HE SIGNALLED THE ALERT. THAT'S... WHERE THE QUAKE CAME FROM!

AS THE SECURITY GUARD EXPLAINS WHAT LITTLE HE KNOWS --

D2

--THE LOOP-CAR FLASHES PAST RESEARCH DOME D-2... DUBBED THE COMPOUND!

THEREIN, TWO PROJECT TECHNICIANS WORK WITH FEVERISH EXCITEMENT.

YOU'RE RIGHT, BOB! THAT EARTH TREMOR HAS DONE SOMETHING TO THE VIBRATORY PITCH OF THE CROIT STABILIZER... A LUCKY ACCIDENT!

SHORTLY, MANY LEVELS BELOW...

THIS IS THE END OF THE LINE, CAP. THE LAST WE HEARD FROM MR. O'BRIEN WAS JUST BEFORE HE PUSHED THE PANIC BUTTON AND SEALED OFF THE ENTIRE LEVEL... DOMES AN' ALL! AND SOMETHING'S JAMMED THE LOCKING MECHANISM!

I SEE... SO WE REALLY DON'T KNOW *WHAT'S* HAPPENED ON THE OTHER SIDE OF THOSE DOORS.

WHAT DO YOU THINK, SPIDER-MAN?

I'M NOT PICKING UP ANY BAD VIBES HERE, CAP. I'D SAY IT SHOULD BE SAFE TO GO INSIDE.

ALL RIGHT THEN... SHE-HULK... STARFOX... OPEN IT UP!

GRU-U-UNNG

ALL AROUND, SEMI-CONSCIOUS TECHNICIANS LIE AMID THE MELTED RUBBLE OF WHAT HAD BEEN THE THERMAL RESEARCH DOME... THEIR LIVES SPARED ONLY BY THEIR HEAVILY INSULATED SUITS.

CLOSE BEHIND THE AVENGERS, SECURITY MEN FAN OUT TO RENDER FIRST AID, WHILE THE SUPER-TEAM SEARCHES FRANTICALLY THROUGH THE WRECKAGE FOR ONE MAN...

YOU O'BRIEN?

Y-YES. THANK HEAVENS, YE'VE COME!

HOLD STILL, I'LL HAVE YOU OUT OF THERE IN A SECOND!

KRAK

YOU LOOK LIKE YOU COULD USE A HAND, FELLA.

HEY, I RECOGNIZE THAT TIN SUIT OF YOURS FROM THE PAPERS. YOU'RE WHAT'S-HIS-NAME... THE GUARDS-MAN!*

*LAST SEEN IN IRON MAN #109.

AS OF NOW, I'M JUST PLAIN MICHAEL O'BRIEN.

WHAT WENT ON HERE, O'BRIEN? YOUR MEN TOPSIDE COULDN'T TELL US MUCH.

AYE, I AM... OR I WAS. THE STATE THIS AR-MOR'S IN, NO ONE'LL EVER BE CALLIN' HIMSELF THE GUARDSMAN AGAIN!

NOT SURPRISIN'... IT ALL HAPPENED PRETTY FAST!

IT STARTED LESS THAN AN HOUR AGO. I'D COME DOWN HERE TO WATCH THE BOYS IN THERMAL RESEARCH SINK A NEW MAGMA TAP.

BUT THINGS DINNA GO AS THEY'D PLANNED.

THERE WAS A SUDDEN MALFUNCTION OF THE BORER-PROBE, AND A STREAM OF MOLTEN ROCK CAME SHOOTIN' UP FROM THE TAP HOLE--

--FOLLOWED CLOSE BY AN ARMY OF THE WEIRDEST BRANNIGANS I'D EVER SEEN!

RIGHT OUTTA THAT INFERNO THEY CAME, LIKE DEMONS OUTTA HADES, TRASHIN' EVERYTHING IN THEIR PATHS!

"I KNEW JUST BY LOOKIN' THAT NO ONE IN THE PROJECT BESIDES MESELF STOOD A CHANCE AGAINST THEM.

"I SIGNALLED UPSTAIRS TO SEND OUT A CALL FOR HELP, HIT THE EVACUATION SIRENS AND MADE SURE THE WHOLE BLEEDIN' LEVEL WAS SEALED OFF FROM THE REST O' THE PROJECT.

"I NO SOONER GOT THAT DONE, THAN THEY WERE ALL OVER ME!"

ME ARMOR WAS USELESS AGAINST 'EM.

THAT'S NOT SURPRISING, O'BRIEN! FROM YOUR DESCRIPTION, IT SOUNDS AS THOUGH YOU WERE ATTACKED BY A BAND OF *LAVA MEN!*

LAVA MEN? YOU HAVE TO BE KIDDING, CAP! LAVA MEN?

I DON'T BELIEVE IN LAVA MEN!

BELAY THAT, MISTER! I'VE BEEN UP AGAINST LAVA MEN*--

*ISSUE #5.

--AND THEY'RE NOTHING TO JOKE ABOUT! YOU'D BETTER THANK YOUR STARS THAT THEY LEFT--!

THEY COULDN'T GET OUT OF THIS LEVEL, BUT THEY BATTERED THEIR WAY INTO THE MAINTENANCE SECTION. THERE'S NO ONE THERE FOR 'EM TO HARM--BUT BY THE SAME TOKEN, THERE'S NO ONE TO STOP 'EM!

'AN FROM THAT SECTION, IT'S A STRAIGHT SHOT INTO THE NUCLEAR RESEARCH DOME! IF THEY SHOULD GET INTO THAT, THERE'LL REALLY BE THE DEVIL TO PAY!

NUCLEAR--? WE'RE GOING TO NEED MORE AVENGERS!

AT THAT MOMENT, OVER A THOUSAND MILES AWAY IN THE CITY OF NEW ORLEANS--

--A LONG-PLANNED FINANCIAL TRANSACTION IS BEING COMPLETED IN THE CRESCENT CITY SAVINGS AND LOAN...

WELL, MS. RAMBEAU, EVERYTHING SEEMS IN ORDER!

I MUST SAY IT'S AN ENCOURAGING SIGN TO SEE MORE OF YOU YOUNG PEOPLE TAKING OUT SMALL BUSINESS LOANS... ESPECIALLY FOR SUCH A CHALLENGING ENTERPRISE.

CHALLENGING THINGS ARE THE ONLY THINGS WORTH DOING, MR. HILLBEE.

BZZT

EH? OH, I SEE YOU HAVE ONE OF THOSE NEW ALARM WATCHES!

UH, YES!

AND THAT BUZZ REMINDS ME OF ANOTHER PRESSING ENGAGEMENT. IS THERE MUCH MORE TO DO?

NOT AT ALL, MS. RAMBEAU.

JUST SIGN HERE, AND YOU CAN BE ON YOUR WAY!

MY, MY! NOW WHY WEREN'T THERE MORE YOUNG WOMEN LIKE HER AROUND WHEN I WAS YOUNGER?

OUTSIDE THE BANK, MONICA RAMBEAU DASHES ACROSS THE STREET TO MAKE AN IMPORTANT CALL--

TELEPHONE

--BUT NOT BY PHONE!

CAPTAIN MARVEL HERE!

C.M., THIS IS WANDA--

--JAN AND I JUST RECEIVED A CALL RELAYED FROM CAP.

--HE NEEDS US TO BACK HIM AND THE OTHERS AT THE PEGASUS PROJECT.

WE'RE IN TRANSIT NOW. CAN YOU JOIN US?

C.M.? ARE YOU THERE?

WHAT'S WRONG?

I DON'T KNOW I WAS ABOUT TO GIVE HER OUR COORDINATES, AND I LOST HER.

C.M.? CAN YOU HEAR ME?

UH, WANDA? TAKE A LOOK OVER THERE!

GOOD HEAVENS!

NO NEED FOR COORDINATES-- I JUST FOLLOWED YOUR RADIO SIGNAL!

SORRY I TOOK SO LONG. I HAD TO STOP OFF AT HOME AND PICK UP MY COSTUME!

AND I THOUGHT MY BROTHER, PIETRO, WAS FAST!

MATCHING SPEEDS WITH THE QUINJET, CAPTAIN MARVEL'S LIGHT-FORM FOLLOWS IT DOWN TO PROJECT PEGASUS--

--WHERE, IN MOMENTS...

YES, MS. VAN DYNE. WE RECEIVED WORD FROM LEVEL F THAT YOUR TEAMMATES WERE ON THE TRAIL OF SOME UNDERGROUND ARMY THAT WAS HEADED TOWARD THE NUKE DOME.

UNDERGROUND ARMY?

YES, MA'AM. I BELIEVE THE WORD CAP'N AMERICA USED WAS "LAVA MEN"!

LEAVING THE SECURITY FORCES BEHIND, THE WASP LEADS THE OTHERS TO THE LOOP...

CAP DIDN'T PASS ALONG MUCH INFORMATION, JAN.

HE PROBABLY WANTED TO AVOID STARTING ANY MORE OF A PANIC THAN HE HAD TO, WANDA. HEAVEN KNOWS THOSE SECURITY MEN LOOKED SPOOKED ENOUGH ALREADY!

THE LAVA MEN COULD CAUSE REAL PROBLEMS IF THERE ARE ENOUGH OF THEM. C.M., YOU'D BETTER GO ON AHEAD!

ON MY WAY--!

AGAIN TRANSFORMING INTO A BOLT OF ENERGY, CAPTAIN MARVEL STREAKS DOWN THE LOOP. BUT, AS SHE PASSES THE COMPOUND DOME --

--A THIRD TECHNICIAN TRIES TO CALM HIS TWO FRIENDS.

THIS HAD BETTER BE GOOD! THERE'S SOME SORT OF EMERGENCY ON LEVEL F, AND I'VE BEEN TOLD WE'LL HAVE TO EVACUATE THE ENTIRE BASE IF IT GETS MUCH WORSE!

EVACUATE? BUT WE CAN'T! NOT NOW!

FRANK'S RIGHT! WE'RE VERY CLOSE TO UNDERSTANDING JUST HOW DR. CROIT'S POWER STABILIZER WORKS.

AS YOU CAN SEE, THE... UH... FRANK? WHAT'S THAT GLOW?

I WAS JUST GOING TO ASK YOU!

WELL, SOMETHING'S TURNED THIS THING ON!

UNAWARE THAT THE DEVICE HAS BEEN ACTIVATED BY THE CLOSE PROXIMITY OF CAPTAIN MARVEL'S ENERGY-FORM, THE TECHNICIANS ARE TOTALLY UNPREPARED FOR WHAT HAPPENS NEXT...

FREE!!

YOW!

MEANWHILE, IN THE MAINTENANCE SECTION OF LEVEL F...

HEY, CAP... I TAKE IT ALL BACK!

I *DO* BELIEVE IN LAVA MEN! REALLY I DO!

THEY HAVEN'T REACHED THE OTHER DOME YET, BUT THEY'RE BETWEEN IT AND US!

WE NEED TO GET THROUGH THE MAIN BODY AND OUT-FLANK THEM! SHE-HULK?

DON'T WORRY, CAP. I'LL PUNCH A HOLE THROUGH SOMEHOW!

THAT'S IT, STARFOX--KEEP BUZZING THEM!

MY PLEASURE, CAP!

THEY AREN'T USED TO SEEING MEN FLY! IT'S CONFUSING THEM!

SPIDER-MAN, THINK YOU CAN USE THAT WEBBING OF YOURS TO THROW SOME BARRIERS IN THEIR PATH?

HECK, I CAN DO BETTER THAN THAT, CAPPY!

THWIP

THWIP

JUST A COUPLE SPRITZES OF WEBBING, AND THESE LITTLE HOTHEADS WON'T BE GOING ANY-WHERE FOR HOURS!

NO, YOU YOUNG FOOL! DON'T YOU SEE WHAT YOU'VE DONE?

"THEY'RE PANICKING! AND IN THEIR PANIC, THEY'RE HEATING UP! THEY CAN GENERATE AN INTERNAL BODY TEMPERATURE OF THOUSANDS OF DEGREES. THEY'LL MELT THEIR WAY LOOSE IN SECONDS!"

NOW THEY KNOW THEY HAVE NOTHING TO FEAR FROM YOUR WEBBING! AND WE'VE LOST AN IMPORTANT WEAPON OF SURPRISE!

WOULD IT HELP IF I SAID I'M SORRY?

IT WOULD HELP IF YOU'D FOLLOW ORDERS! THE AVENGERS IS A TEAM!

IF YOU WANT TO BE PART OF THE TEAM, ACT LIKE IT! OTHERWISE, STAY OUT OF OUR WAY!

AND, BACK IN THE COMPOUND...

YOU WANTED TO STOP ME, DIDN'T YOU... WANTED TO STOP ME FROM REGAINING HUMAN FORM!

YOU DIDN'T KNOW THAT THE CROIT STABILIZER WOULD RESTORE ME! BY THE TIME YOU FOUND OUT IT WAS TOO LATE... YES!

IF YOU HAD KNOWN, YOU'D HAVE TRIED TO KEEP ME TRAPPED IN THE LIGHT SPECTRUM... JUST LIKE ABNER CROIT. AH, BUT I WAS TOO POWERFUL!

I FOUGHT MY WAY BACK TO REALITY! AND NOW THAT I'M WHOLE AGAIN, NOTHING WILL EVER STOP *BLACKOUT!** NOTHING!

* IF YOU DON'T REMEMBER HIM FROM *NOVA #19*, DON'T WORRY ABOUT IT!

WHAT SORT OF PLACE IS THIS? LOOKS LIKE LABS... LOTS OF LABS... JUST LIKE CROIT'S... YES! PROBABLY STAFFED BY MEN LIKE CROIT, TOO! WELL, THEY WON'T STOP BLACKOUT!

I'LL LEVEL THIS PLACE, IF THAT'S WHAT IT TAKES TO FIND MY WAY OUT!

SOUNDS LIKE YOU'RE A MAN AFTER MY OWN HEART!

WHAT? WHO? WHO'S THERE?

TAKE IT EASY, I'M A PRISONER HERE, TOO.
YOU'RE A WOMAN!
YOU'RE VERY OBSERVANT!
WHO HAS IMPRISONED YOU? WHY?
3
THEY'VE LOCKED ME AWAY HERE TO STUDY THE ENERGIES IN MY BODY. THEY WANT TO USE ME... THE WAY THEY'D USE YOU, IF THEY GOT THE CHANCE.
BUT IF YOU WERE TO FREE ME, WE COULD TURN THE TABLES ON THEM!
FREE YOU? HOW?
MY CELL IS SURROUNDED BY SPECIAL FORCE-BARS WHICH KEEP ME IN HERE. THE LOCKING MECHANISM IS IN THAT FIXTURE.
I DON'T KNOW IF I SHOULD TRUST HER... BUT SOMETHING ABOUT HER VOICE IS SO REASSURING.
THIS IS VERY COMPLEX... TOO COMPLEX TO WORK WITHOUT KNOWING THE CIRCUITRY.
BUT THEN AGAIN, I DON'T NEED TO KNOW THEM.
SKAMM
THAT WAS QUITE IMPRESSIVE, BLACKOUT. YOU MUST BE SOME POWERHOUSE!
I AM! MY BODY IS A LIVING GENERATOR OF BLACK STAR ENERGIES!
BLACK STAR ENERGIES?!
I'LL TAKE YOUR WORD FOR THAT, BLACKOUT. OH, YOU CAN CALL ME *MOONSTONE*! COME ON, AND I'LL SHOW YOU WHAT WE CAN DO NEXT!
19

MEANWHILE, TWO LEVELS BELOW...

F1

THEY'VE REACHED THE CORRIDOR TO THE NUCLEAR DOME! WE'VE GOT TO STOP THEM!

I'M TRYING, CAP! BUT THERE'S A BLUE MILLION OF 'EM!

EVERYONE SEEMS TO HAVE FORGOTTEN ABOUT ME IN ALL THE CONFUSION. MAYBE I CAN TAKE ADVANTAGE OF THAT--

--AND DO MY BIT TO KEEP THOSE CORRIDOR DOORS SHUT!

NO GOOD! THEY'RE NOT EVEN BOTHERING TO PRY THE PANELS APART--THEY'RE MELTING RIGHT THROUGH!

THE HEAT IS SOMETHING ELSE! ANOTHER FEW SECONDS, AND I WON'T EVEN BE ABLE TO STAY HERE!

BUT, AS THE LAST FEW LAYERS OF THE FOOT-THICK DOOR SLAG AWAY, A BLINDING RADIANCE STREAMS OUT FROM THE CORRIDOR AND THE DOME WITHIN!

WHOA! SOMETHING'S PUT THE FEAR OF GOD INTO THOSE GUYS! BUT WHAT--?

CAPTAIN MARVEL? WHERE'D YOU COME FROM?

THE NUCLEAR RESEARCH DOME. I ENTERED THROUGH ITS LOOP ENTRANCE. WHAT ON EARTH--

LADY, JUST OFF HAND, I'D SAY YOU'VE WON OVER THE LOCAL CONGREGATION!

THE LIGHT... THE LADY-OF-LIGHT!

ALL HAIL!

THESE POOR FRIGHTENED CREATURES WERE THE CAUSE OF ALL THIS DAMAGE?

ALL RIGHT! WHAT'S GOING ON HERE? YOU... GET UP ON YOUR FEET AND TELL ME!

YOU ARE THE LADY-OF-LIGHT... OUR LEGENDS FORETOLD OF YOUR COMING.

I SEE. WELL, I'M HERE NOW--AND I WANT TO KNOW WHY YOU WERE DESTROYING THIS PLACE.

WE DID BUT STRIKE BACK, RADIANT ONE!

"OUR VILLAGE, DEEP BENEATH THE EARTH, KNEW PEACE--UNTIL THE SURFACE MEN BORED INTO OUR MIDST WITH THEIR MACHINES.

WE COULD NOT ALLOW THIS ATTACK TO GO UNANSWERED. WE ONLY USED OUR POWERS TO STOP THE INVASION!

THEN IT IS WE OF THE SURFACE WHO MUST BEG YOUR FORGIVENESS. WE DIDN'T INTEND TO INTRUDE ON YOUR TERRITORY.

THIS HAS ALL BEEN AN UNFORTUNATE MISUNDERSTANDING. BUT YOU HAVE MY PLEDGE THAT ALL SHALL BE PUT TO RIGHT.

THE LADY-OF-LIGHT WILL TELL YOU THAT I SPEAK THE TRUTH!

WELL, WELL! LOOK WHO FINALLY GOT HERE!

SORRY, LADIES, BUT YOU'VE JUST MISSED THE END OF THE MOVIE!

BUT DON'T WORRY! THE GOOD GUYS WON, AND EVERYONE'S ABOUT TO LIVE HAPPILY EVER AFTER!

BUT, IN THE COMPOUND...

WHY DID WE HAVE TO FREE THOSE TWO?

BECAUSE, BLACKOUT, THEY ARE IN THE SAME BOAT WE ARE--AND WE ALL NEED EACH OTHER! WE'RE SURROUNDED BY ENEMIES!

YOU'RE RIGHT ABOUT THAT, LADY! MUST BE OVER A THOUSAND PEOPLE IN THIS BASE... NOT THAT NUMBERS MAKE ANY DIFFERENCE. GIVE ME ENOUGH ROOM, AND THE *RHINO* WILL RUN RIGHT OVER 'EM!

JUST SAVE SOME OF THE ACTION FOR *ELECTRO*, BIG MAN! I'VE BEEN LOCKED UP IN THIS PLACE TWICE NOW--AND I FEEL LIKE PAYING THEM BACK!

PAY THEM BACK? YES... YES, WE MUST. BUT HOW?

IN THE BEST WAY POSSIBLE! WE'RE GOING TO BRING THIS PLACE TO ITS KNEES-- BY SEIZING THE NUCLEAR RESEARCH DOME!

NEXT • THE RHINO... ELECTRO... BLACKOUT... AND MOONSTONE • AGAINST SPIDER-MAN AND THE AVENGERS!

MELTDOWNS AND MAYHEM!

ZONE